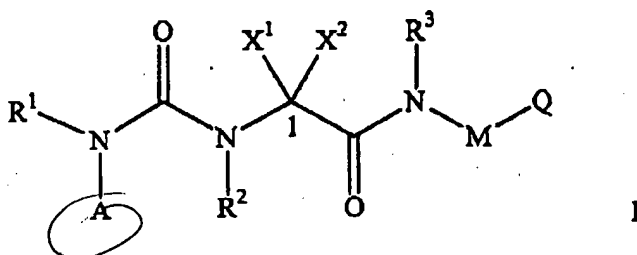


Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the current application.

Listing of Claims

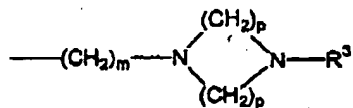
- 1: (currently amended) A compound having Formula I:



and pharmaceutically acceptable salts thereof, where:

X¹ and X² are hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl, aralkyl, cycloalkylalkyl, -(CH₂)_m-halogen, -(CH₂)_m-heteroaryl, -(CH₂)_m-SOR³, -(CH₂)_m-OCOR³, -(CH₂)_m-OSO₂R³, -(CH₂)_m-OSO₂NR⁴R⁵, -(CH₂)_m-NR⁶COR³, -(CH₂)_m-NR⁶SO₂R³, -(CH₂)_m-NR³SO₂NR⁴R⁵, -(CH₂)_m-NR⁴R⁵, -(CH₂)_mOR³, -CN, -NO₂, -CF_(3-n)H_n, -(CH₂)_m-O(CH₂)_mR³, -(CH₂)_m-O(CH₂)_m-OR³, -(CH₂)_m-O(CH₂)_m-NR⁴R⁵, -(CH₂)_mR³, -(CH₂)_mCO₂R³, -(CH₂)_mCOR³, -(CH₂)_mCONR⁴R⁵, -(CH₂)_mNR⁶COR³, -

(CH₂)_mNR⁶CONR⁴R⁵, -(CH₂)_mSO₂R³, -(CH₂)_mSO₂NR⁴R⁵,



; or are joined together to form a substituted or

unsubstituted three to eight member ring wherein 0 to 3 atoms of the ring are heteroatoms;

A is aryl, arylcycloalkyl, heteroaryl, heteroarylalkyl, cycloalkyl, or cycloalkenyl;

M is arylene, ~~heteroarylene, or cycloalkylene, heterocycloalkylene, cycloalkenylene or heterocycloalkenylene;~~

Q is -CONR⁴R⁵, aryl, ~~heteroaryl, cycloalkyl, or cycloalkenyl, heterocycloalkyl, or heterocycloalkenyl;~~

R¹ is hydrogen, alkyl, aryl, ~~heteroaryl~~ or alkenyl;

R² is hydrogen, alkyl, aryl, ~~heteroaryl~~, alkenyl, cycloalkyl, cycloalkylalkyl, aralkyl, ~~heteroaralkyl, heterocycloalkylalkyl,~~ carboxy, $-(CH_2)_mNR^4R^5$, $-(CH_2)_mOR^3$, $-(CH_2)_mSR^3$, $-(CH_2)_mCONR^4R^5$, or $-(CH_2)_mNR^6COR^3$;

R³ is hydrogen, alkyl, aryl, ~~heteroaryl~~, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, or aralkyl, ~~or heteroarylalkyl;~~

R⁶ is hydrogen, alkyl, aryl, ~~heteroaryl~~, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, or aralkyl, ~~or heteroarylalkyl;~~

R⁴ and R⁵ are each independently hydrogen, alkyl, aryl, ~~heteroaryl~~, alkenyl, alkynyl,

cycloalkyl, cycloalkylalkyl, aralkyl, ~~heteroarylalkyl,~~ $\begin{array}{c} O \\ || \\ -C-C_1-C_6\text{alkyl} \end{array}$,

$\begin{array}{c} O \\ || \\ -C-O-C_1-C_6\text{alkyl} \end{array}$, $\begin{array}{c} O \\ || \\ -C-O-\text{aralkyl} \end{array}$, $\begin{array}{c} O \\ || \\ -C-S-C_1-C_6\text{alkyl} \end{array}$, or $\begin{array}{c} O \\ || \\ -C-N-C_1-C_6\text{alkyl} \\ | \\ H \end{array}$ or

joined together to form a 3 to 8 member ring;

m is 0 to 8;

n is 0 to 2; and

p is 1 to 3;

with the proviso that when R¹ and R² are H, neither X¹ nor X² is H.

2. (currently amended) The compound of claim 1, wherein A is aryl ~~or heteroaryl~~.

3. (currently amended) The compound of claim 2, wherein A is

wherein R^{15} and $R^{15'}$ are independently hydrogen, $-(CH_2)_{1-6}-OH$, $-(CH_2)_{1-6}-O-C_1-C_6$ alkyl, $-(CH_2)_{1-6}-NH_2$, $-COOH$, or $-OH$; and E is O , S , or NR^{16} where R^{16} is R^{16} is

hydrogen, C_1-C_6 alkyl, $-\overset{\overset{O}{\parallel}}{C}-C_1-C_6$ alkyl, $-\overset{\overset{O}{\parallel}}{C}-O-C_1-C_6$ alkyl, or $-\overset{\overset{O}{\parallel}}{C}-S-C_1-C_6$ alkyl;

R^1 and R^3 are each independently hydrogen, or C_1-C_6 alkyl; and

R^2 is hydrogen, C_1-C_6 alkyl, phenyl, pyridyl, cyclopropyl, cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl, 2-cyclopropylethyl, 2-cyclopentylethyl, benzyl, 2-pyridinylmethyl, 3-pyridinylmethyl, 4-pyridinylmethyl, 3-(2-pyridinyl) propyl, thienylmethyl, 2-morpholin-4-yl ethyl, 2-thiomorpholin-4-yl ethyl, $-(CH_2)_{1-3}NH_2$, $-(CH_2)_{1-3}N(C_1-C_6\text{alkyl})_2$, $-(CH_2)_{1-3}NHC_1-C_6\text{alkyl}$, $-(CH_2)_{1-3}OC_1-C_6\text{alkyl}$, $-(CH_2)_{1-3}SC_1-C_6\text{alkyl}$, $-(CH_2)_{1-3}CONH_2$, $-(CH_2)_{1-3}CON(C_1-C_6\text{alkyl})_2$, $-(CH_2)_{1-3}CONHC_1-C_6\text{alkyl}$, or $-(CH_2)_{1-3}NHCOC_1-C_6\text{alkyl}$.

22. (currently amended) The compound of claim 1, wherein the compounds is

1-[3-(4-Chloro-phenyl)-ureido]-cyclopropanecarboxylic acid (3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-amide;

~~1-[3-(5-Chloro-pyridin-2-yl)-ureido]-cyclopropanecarboxylic acid (3-fluoro-2'-sulfamoyl-biphenyl-4-yl)-amide;~~

~~2-[3-(5-Chloro-pyridin-2-yl)-ureido]-N-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-methyl-propionamide;~~

2-[3-(4-Chloro-phenyl)-ureido]-N-(3-fluoro-2'-sulfamoyl-biphenyl-4-yl)-2-methyl-propionamide;

~~4-[3-(4-Chloro-phenyl)-ureido]-tetrahydro-thiopyran-4-carboxylic acid (3-fluoro-2'-sulfamoyl-biphenyl-4-yl)-amide;~~

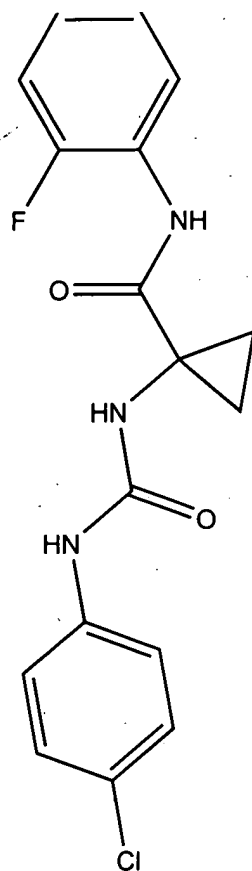
1-[3-(4-Chloro-phenyl)-ureido]-cyclopropanecarboxylic acid (3-fluoro-2'-sulfamoyl-biphenyl-4-yl)-amide;

1-[3-(5-Chloro-pyridin-2-yl)-ureido]-cyclopropanecarboxylic acid (3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-amide;

~~4-[3-(4-Chloro-phenyl)-ureido]-tetrahydro-pyran-4-carboxylic acid (3-fluoro-2'-sulfamoyl-biphenyl-4-yl)-amide;~~

C3/E5

F/E/S
S/E/S



1-[3-(4-chloro-phenyl)-ureido]-cyclopropanecarboxylic acid (3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-amide

CMP-1 w Cl. 22